



235 PINE STREET
6TH FLOOR
SAN FRANCISCO
CALIFORNIA 94104
FAX (415) 989-3796
(415) 989-8800

19176-H

OCT 2 3 40 PM '96

RECEIVED
SURFACE TRANSPORTATION
BOARD

April 9, 1996

The Honorable Vernon Williams
Surface Transportation Board
12th & Constitution Ave. NW
Washington, DC 20423
Attn: Room 2310

Re: Document for Recordation: 19176-H

1. Termination of Lease

Dear Mr. Williams:

On behalf of the ATEL Cash Distribution Fund V, L.P., a limited partnership formed under the laws of the State of California, I submit for filing and recording under 49 U.S.C. §11301 and the regulations promulgated thereunder, counterparts of one document, not previously recorded: a secondary document entitled "Termination of Lease," related to the document under Recordation No. **19176-G** (the "Operating Lease" document), and said Termination of Lease is to be recorded under "-H" of the primary document Recordation No. **19176**.

The parties to the Termination of Lease ("Termination of Lease"), effective as of April 5, 1996, to be recorded as a secondary document are:

ATEL Cash Distribution Fund V, L.P. - **LESSOR**
235 Pine Street, 6th Floor
San Francisco, CA 94014

ELECTRO-MOTIVE Division - **AGENT/MANAGER**
General Motors Corporation
9301 W. 55th Street
La Grange, Illinois 60525

Burlington Northern Railroad Company - **LESSEE**
1500 Continental Plaza
777 Main Street
Fort Worth, Texas 76102

The aforesaid Termination of Lease serves notice that referenced Lease dated October 31, 1994 between General Motors Corporation, Electro-Motive Division as Lessor and Burlington Northern Railroad Company as Lessee is terminated. The aforesaid Lease covers railcar

Counter parts - G. H. Harrison

Surface Transportation Board

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equipment leased by the Lessor to the Lessee pursuant to the Lease recorded under the Recordation No. **19176-G**.

A short summary of the Termination of Lease to appear in the STB Index is as follows:

"Full Termination of Lease"

Enclosed is a check in the amount of Twenty-one Dollars (\$21.00) in payment of the filing fees.

Once the filings have been made, please return to bearer the stamped counterpart(s) of the documents not required for filing purposes, together with the fee receipt, the letter from the STB acknowledging the filings, and the two extra copies of this letter of transmittal.

Very truly yours,



Elizabeth Moore
Associate Counsel

Enclosures

cc:

Allen Harrison, Jr., Esq., Donelan Cleary Wood Maser (fax: 202/371-0900)

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20427-0001

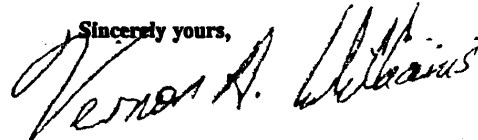
10/2/96

Elizabeth Moore
Associate Counsel
ATEL Financial Corporation
235 Pine Street
6th Floor
San Francisco, CA., 94104

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/2/96 at 3:45PM, and assigned recordation number(s). 19306-A and 19175-H.

Sincerely yours,

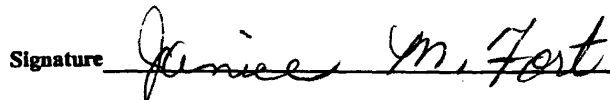


Vernon A. Williams
Secretary

Enclosure(s)

\$ 44.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



Counterpart 7 of 8 Counterparts

FULL TERMINATION OF LEASE

KNOW ALL MEN BY THESE PRESENTS that this termination statement ("Termination"), duly filed with the Surface Transportation Board, hereby serves notice to any and all concerned that the Locomotive Operating Lease Agreement dated October 31, ~~1995~~ 1994^{HB} ("Lease") and filed under the Interstate Commerce Commission secondary document recordation number **19176-G on January 18, 1995** between GENERAL MOTORS CORPORATION, ELECTRO-MOTIVE DIVISION ("GM") as Lessor (and ATEL CASH DISTRIBUTION FUND V, L.P. as successor in interest to GM, as evidenced by that Non-Recourse Assignment filed under primary document recordation number 19176) and BURLINGTON NORTHERN RAILROAD COMPANY ("Burlington") as Lessee is terminated.

IN WITNESS WHEREOF, each party hereto has caused this statement and acknowledgment to be duly effective as of April 5, 1996.

GENERAL MOTORS CORPORATION,
ELECTRO-MOTIVE DIVISION

By: [Signature]

Name: KEITH A. McCANLESS
Director of Treasury & Finance

Title: Assistant Secretary

Date: 7/22/96

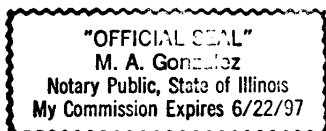
STATE OF Illinois }
COUNTY OF Will } ss

On 7/22/96 before me, the undersigned officer, personally appeared Keith A. McCanless, [personally known to me] [proved to me on the basis of satisfactory evidence] to be the person(s) whose name(s) is subscribed to this instrument and acknowledged to me that he executed the same in his authorized capacity(ies), and that by his signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

[Signature]
Notary Public
My Commission expires: 6/22/97

(Notarial Seal)



BURLINGTON NORTHERN RAILROAD
COMPANY

By: [Signature]

Name: PAUL J. WEYANDT
Assistant Vice President - Finance

Title: _____

Date: 9/30/96

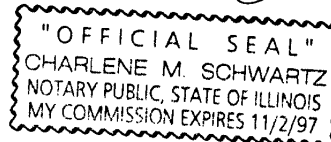
STATE OF Illinois }
COUNTY OF Cook } ss

On 9/30/96 before me, the undersigned officer, personally appeared Paul J. Weyandt, [personally known to me] [proved to me on the basis of satisfactory evidence] to be the person(s) whose name(s) is subscribed to this instrument and acknowledged to me that he executed the same in his authorized capacity(ies), and that by his signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

[Signature]
Notary Public
My Commission expires: 11-2-97

(Notarial Seal)



ATEL CASH DISTRIBUTION FUND V, L.P.
by its General Partner, ATEL Financial
Corporation

By: *Dean Cash*

BY: ATEL FINANCIAL CORPORATION

Name: AS GENERAL PARTNER

BY: DEAN CASH

Title: EXECUTIVE VICE PRESIDENT

Date: 4.3.96

STATE OF California }
COUNTY OF San Francisco } ss

On 4.3.96 before me, the undersigned officer,
personally appeared Dean Cash
[personally known to me] [proved to me on the basis of
satisfactory evidence] to be the person(s) whose
name(s) he subscribed to this instrument and
acknowledged to me that he executed the same
in his authorized capacity(ies), and that
by his signature(s) on the instrument the
person(s), or the entity upon behalf of which the
person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Judith J. Murio
Notary Public

My Commission expires: 9.15.99

(Notarial Seal)

